

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline : December 19, 2007 at 4:00 p.m.

**SEVENTY-FIFTH MONTHLY FEE APPLICATION OF KRAMER
LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE
OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS
FOR THE PERIOD FROM OCTOBER 1, 2007 THROUGH OCTOBER 31, 2007**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide
Professional Services to: Official Committee of Equity Holders

Date of Retention: As of July 18, 2001 nunc pro tunc

Period for which compensation
and reimbursement is sought: October 1, 2007 through and including
October 31, 2007

Amount of Compensation sought as
actual, reasonable and necessary: \$165,731.50

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary: \$14,100.98

This is a(n): x monthly interim application

Prior Applications:

	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
December 28, 2001	November 1, 2001 – November 30, 2001	\$20,099.00 / \$3,031.62	\$16,079.20 / \$3,031.62
January 25, 2002	December 1, 2001 – December 31, 2001	\$32,467.50 / \$2,338.23	\$25,974.00 / \$2,338.23
February 28, 2002	January 1, 2002 – January 31, 2002	\$23,807.50 / \$1,961.58	\$19,046.00 / \$1,961.58
April 1, 2002	February 1, 2002 – February 28, 2002	\$36,382.50 / \$2,894.44	\$29,106.00 / \$2,894.44
May 8, 2002	March 1, 2002 – March 31, 2002	\$32,575.00 / \$2,107.64	\$26,060.00 / \$2,107.64
May 15, 2002 (1 st Quarterly)	January 1, 2002 – March 31, 2002	\$92,765.00 / \$6,963.66	\$92,765.00 / \$6,963.66
June 17, 2002	April 1, 2002 – April 30, 2002	\$28,794.00 / \$2,669.24	\$23,035.20 / \$2,669.24
August 5, 2002 10 th Monthly	May 1, 2002 – May 31, 2002	\$24,232.00 / \$2,299.11	\$19,385.60 / \$2,299.11
September 4, 2002 11 th Monthly	June 1, 2002 – June 30, 2002	\$20,392.50 / \$388.61	\$16,314.00 / \$388.61
September 18, 2002 (2 nd Quarterly)	April 1, 2002 – June 30, 2002	\$73,418.50 / \$5,356.96	\$69,340.00 / \$5,356.96
November 4, 2002	July 1, 2002 – July 31, 2002	\$28,083.50 / \$1,121.59	\$22,466.80 / \$1,121.59
October 24, 2002	August 1, 2002 – August 31, 2002	\$33,598.50 / \$7,190.62	\$26,878.80 / \$7,190.62
November 5, 2002	September 1, 2002 – September 30, 2002	\$25,584.50 / \$1,761.46	\$20,467.60 / \$1,761.46
November 21, 2002 (3 rd Quarterly)	July 1, 2002 – September 30, 2002	\$87,266.50 / \$10,070.69	\$87,266.50 / \$10,070.69
November 25, 2002	October 1, 2002 – October 31, 2002	\$39,887.50 / \$2,124.93	\$31,910.00 / \$2,124.93

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
January 14, 2003	November 1, 2002 – November 30, 2002	\$18,704.00 / \$652.12	\$18,704.00 / \$633.86
February 10, 2003	December 1, 2002 – December 31, 2002	\$11,853.50 / \$816.82	\$9,482.80 / \$816.82
February 25, 2003	January 1, 2003 – January 31, 2003	\$11,100.00 / \$927.47	\$8,880.00 / \$927.47
March 11, 2003 (4 th Quarterly)	October 1, 2002 – December 31, 2002	\$70,445.00 / \$3,575.61	\$70,445.00 / \$3,575.61
April 8, 2003	February 1, 2003 – February 28, 2003	\$13,418.00 / \$240.08	\$10,734.40 / \$240.08
May 6, 2003	March 1, 2002 – March 31, 2003	\$26,969.00 / \$452.38	\$21,575.20 / \$452.38
May 15, 2003 (5 th Quarterly)	January 1, 2003 – March 31, 2002	\$51,487.00 / \$1,619.93	\$51,487.00 / \$1,619.93
June 4, 2003	April 1, 2003 – April 30, 2003	\$7,609.00 / \$1,594.42	\$6,087.20 / \$1,594.42
June 26, 2003	May 1, 2003 – May 31, 2003	\$9,411.00 / \$107.57	\$7,528.77 / \$107.57
August 13, 2003	June 1, 2003 – June 30, 2003	\$10,427.00 / \$137.09	\$8,341.60 / \$137.09
August 21, 2003 (6 th Quarterly)	April 1, 2003 – June 30, 2003	\$27,447.00 / \$1,839.08	\$27,447.00 / \$1,839.08
September 25, 2003	July 1, 2003 – July 31, 2003	\$9,272.50 / \$32.30	\$7,418.00 / \$32.30
October 2, 2003	August 1, 2003 – August 31, 2003	\$9,815.50 / \$130.93	\$489.69 / \$130.93
November 26, 2003	September 1, 2003 – September 30, 2003	\$15,004.00 / \$334.63	\$12,003.20 / \$334.63
December 19, 2003 (7 th Quarterly)	July 1, 2003 – September 30, 2003	\$34,092.00 / \$497.86	\$34,092.00 / \$497.86
December 19, 2003	October 1, 2003 – October 31, 2003	\$13,134.00 / \$174.04	\$10,507.20 / \$174.04
January 6, 2004	November 1, 2003 – November 30, 2003	\$14,537.00 / \$273.00	\$11,629.60 / \$273.00

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
January 29, 2004	December 1, 2003 – December 31, 2003	\$17,595.00 / \$1,599.14	\$14,076.00 / \$1,599.14
February 27, 2004 (8 th Quarterly)	October 1, 2003 – December 31, 2003	\$34,092.00 / \$497.86	\$34,092.00 / \$497.86
February 27, 2004	January 1, 2004 – January 31, 2004	\$8,979.00 / \$436.37	\$7,183.20 / \$436.47
May 5, 2004	February 1, 2004 – February 29, 2004	\$8,888.00 / \$545.85	\$7,110.40 / \$545.85
May 28, 2004	March 1, 2004 – March 31, 2004	\$13,807.50 / \$472.11	\$11,643.00 / \$472.11
June 30, 2004	April 1, 2004 – April 30, 2004	\$14,373.50 / \$389.30	\$2,874.70 / \$0.00
July 13, 2004 (9 th Quarterly)	January 1, 2004 – March 31, 2004	\$31,674.50 / \$1,451.43	\$31,674.50 / \$1,451.43
August 3, 2004	May 1, 2004 – May 31, 2004	\$10,840.00 / \$1,279.24	\$8,672.00 / \$1,279.24
August 23, 2004	June 1, 2004 – June 30, 2004	\$23,202.00 / \$172.12	\$18,561.60 / \$172.12
October 1, 2004	July 1, 2004 – July 31, 2004	\$13,523.50 / \$33.62	\$10,818.40 / \$33.62
October 29, 2004	August 1, 2004 – August 31, 2004	\$9,543.50 / \$125.25	\$7,634.80 / \$125.25
November 1, 2004 (10 th Quarterly)	April 1, 2004 – June 30, 2004	\$48,415.50 / \$1,840.66	\$48,415.50 / \$1,840.66
November 2, 2004	September 1, 2004 – September 30, 2004	\$24,483.00 / \$836.33	\$19,586.40 / \$836.33
November 23, 2004	October 1, 2004 – October 31, 2004	\$128,959.00 / \$6,922.76	\$103,167.20 / \$6,922.76
December 28, 2004	November 1, 2004 – November 30, 2004	\$153,725.00 / \$4,236.79	\$122,980.00 / \$4,236.79
January 27, 2005 (11 th Quarterly)	July 1, 2004 – September 30, 2004	\$47,550.00 / \$995.20	\$47,550.00 / \$995.20
February 2, 2005	December 1, 2004 – December 31, 2004	\$123,833.00 / \$3,246.49	\$102,312.89 / \$3,246.49

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
March 8, 2005	January 1, 2005 – January 31, 2005	\$132,776.50 / \$8,060.80	\$115,731.60 / \$8,060.80
March 28, 2005	February 1, 2005 – February 28, 2005	\$24,706.50 / \$2,444.84	\$19,765.20 / \$2,444.84
April 7, 2005 (12 th Quarterly)	October 1, 2004 – December 31, 2004	\$406,517.00 / \$14,406.04	\$406,517.00 / \$14,406.04
April 29, 2005	March 1, 2005 – March 31, 2005	\$26,414.00 / \$2,827.24	\$21,131.20 / \$2,827.24
May 16, 2005 (13 th Quarterly)	January 1, 2005 – March 31, 2005	\$183,897.00 / \$12,593.68	\$183,897.00 / \$12,593.68
May 31, 2005	April 1, 2005 – April 30, 2005	\$29,522.00 / \$1,323.60	\$29,522.00 / \$1,323.60
June 21, 2005	May 1, 2005 – May 31, 2005	\$19,218.50 / \$2,198.56	\$19,218.50 / \$2,198.56
July 28, 2005 (as Amended on August 10, 2005)	June 1, 2005 -- June 30, 2005	25,731.00 / \$119.33	\$25,731.00 / \$119.33
August 29, 2005	July 1, 2005 – July 31, 2005	\$31,738.00 / \$2,829.07	\$31,738.00 / \$2,829.07
August 30, 2005 (14 th Quarterly)	April 1, 2005 – June 30, 2005	\$74,471.50 / \$3,641.49	\$74,471.50 / \$3,641.49
September 29, 2005	August 1, 2005 – August 31, 2005	\$32,109.00 / \$2,271.66 /	\$32,109.00 / \$2,271.66
October 31, 2005	September 1, 2005 - September 30, 2005	\$15,709.00 \$247.99	\$15,709.00 / \$247.99
November 29, 2005	October 1, 2005 - October 31, 2005	\$19,318.50 \$646.56	\$19,318.50 / \$646.56
December 29, 2005	November 1, 2005 - November 30, 2005	\$38,258.50 \$1,247.28	\$38,258.50 / \$1,247.28
January 30, 2006	December 1, 2005 - December 31, 2005	\$17,967.50 \$1,059.46	\$17,967.50 / \$1,059.46
March 1, 2006	January 1, 2006 - January 31, 2006	\$8,287.00 \$1,176.17	\$8,287.00 / \$1,176.17
March 30, 2006	February 1, 2006 - February 28, 2006	\$22,842.00 \$1,779.77	\$22,842.00 / \$1,779.77

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
May 1, 2006	March 1, 2006 March 31, 2006	\$43,621.00 \$2,496.06	\$43,621.00 / \$2,496.06
May 30, 2006	April 1, 2006 April 30, 2006	\$18,841.00 \$752.39	\$18,841.00 / \$752.39
July 5, 2006	May 1, 2006 May 31, 2006	\$34,354.00 \$1,337.49	\$34,354.00 / \$1,337.49
August 2, 2006	June 1, 2006 June 30, 2006	\$21,401.00 \$725.30	\$21,401.00 / \$725.30
August 18, 2006	April 1, 2006 June 30, 2006	\$74,596.00 \$2,815.18	\$74,596.00 / \$2,815.18
August 30, 2006	July 1, 2006 July 31, 2006	\$29,474.50 \$1,604.51	\$24,425.58 / \$1,604.51
October 2, 2006	August 1, 2006 August 31, 2006	\$67,103.00 \$1,604.51	\$53,682.40 / \$1,604.51
October 30, 2006	September 1, 2006 September 30, 2006	\$50,691.50 \$2,050.23	\$40,553.20 / \$2,050.00
December 6, 2006	October 1, 2006 October 31, 2006	\$72,062.75 \$3,977.84	\$57,650.20 / \$3,977.84
January 5, 2007	November 1, 2006 November 30, 2006	\$66,045.00 \$5,215.60	\$52,836.00 / \$5,215.60
February 23, 2007	December 1, 2006 December 31, 2006	\$101,658.25 \$5,001.94	\$81,326.60 / \$5,001.94
March 7, 2007	January 1, 2007 January 31, 2007	\$45,555.00 \$6,097.61	\$36,444.00 / \$6,097.00
March 29, 2007	February 1, 2007 February 28, 2007	\$56,976.00 \$4,529.94	\$45,580.80 / \$11,395.20
April 30, 2007	March 1, 2007 March 31, 2007	\$60,848.00 \$4,859.66	\$48,879.21 / \$4,658.85
June 12, 2007	April 1, 2007 April 30, 2007	\$56,370.00 \$2,554.14	\$45,096.00 / \$2,554.14
July 2, 2007	May 1, 2007 May 31, 2007	\$62,338.00 \$10,491.04	\$47,870.40 / \$10,491.04
July 30, 2007	June 1, 2007 June 30, 2007	\$68,538.00 \$6,437.44	\$54,830.40 / \$6,437.44

Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
August 29, 2007	July 1, 2007 July 31, 2007	\$40,505.50 \$3,124.55	\$32,404.40 / \$3,124.55
October 1, 2007	August 1, 2007 August 31, 2007	\$61,201.50 \$1,618.34	\$0.00 / \$0.00
October 29, 2007	September 1, 2007 September 30, 2007	\$106,912.50 \$4,480.51	\$0.00 / \$0.00

SUMMARY OF TIME FOR BILLING PERIOD
OCTOBER 1, 2007 THROUGH OCTOBER 31, 2007

<u>Name</u>	<u>Total Billed Hours</u>	<u>Hourly Billing Rate</u>	<u>Total Compensation</u>
Bentley, Philip	9.50	670.00	\$ 6,365.00
Horowitz, Gregory A.	89.00	630.00	\$ 56,070.00
Becker, Gary M.	17.60	585.00	\$ 10,296.00
Mannal, Douglas H.	17.50	540.00	\$ 9,450.00
Manela, Phillip	7.50	490.00	\$ 3,675.00
Glass, Jessica J.	14.00	227.50	\$ 3,185.00
Glass, Jessica J.	80.20	455.00	\$ 36,491.00
Farber, Peggy	72.10	455.00	\$ 32,805.50
Schindler-Williams, Sarah	1.20	330.00	\$ 396.00
Weiner, Amy	1.60	330.00	\$ 528.00
Baldinger, Laurie	10.00	225.00	\$ 2,250.00
Rodriguez, Vivian E	15.50	240.00	\$ 3,720.00
Grant, Heretto L.	1.00	200.00	\$ 200.00
Baldeon, Elliot	1.50	200.00	\$ 300.00
<u>TOTAL</u>	<u>338.20</u>		<u>\$165,731.50</u>

COMPENSATION SUMMARY BY PROJECT CATEGORY

Project Category	Total Hours for the Period 10/01/07 through 10/31/07	Total Fees for the Period 10/01/07 through 10/31/07
Case Administration	21.20	\$ 9,845.50
Creditor Committee	4.20	\$ 2,627.50
Fee Applications, Applicant	9.70	\$ 2,431.50
Claim Analysis Obj. & Res. (Non-Asbestos)	3.00	\$ 2,010.00
Claim Analysis Objection (Asbestos)	265.10	\$135,428.50
Environmental Issues	13.90	\$ 6,410.00
Hearings	6.80	\$ 3,793.50
Travel/Non-Working	14.00	\$ 3,185.00
Total	338.20	\$165,731.50

CASE ADMINISTRATION

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	CRED	0.40	670.00	268.00
BECKER, GARY M.	CRED	3.90	585.00	2,281.50
MANNAL, DOUGLAS	CRED	10.80	540.00	5,832.00
PARAPROFESSIONALS				
RODRIGUEZ, VIVIAN E.	CRED	6.10	240.00	1,464.00
	Subtotal	<u>21.20</u>		\$ <u>9,845.50</u>

CREDITOR COMMITTEE

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	CRED	0.10	670.00	67.00
BECKER, GARY M.	CRED	4.10	585.00	2,398.50
MANNAL, DOUGLAS	CRED	0.30	540.00	162.00
	Subtotal	<u>4.50</u>		\$ <u>2,627.50</u>

FEE APPLICATIONS, APPLICANT

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	0.30	585.00	175.50
PARAPROFESSIONALS				
RODRIGUEZ, VIVIAN E	CRED	9.40	240.00	2,256.00
	Subtotal	<u>9.70</u>		\$ <u>2,431.50</u>

CLAIM ANALYSIS OBJECTION & RESOLUTION (NON-ASBESTOS)

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	CRED	3.00	670.00	2,010.00
	Subtotal	<u>3.00</u>		\$ <u>2,010.00</u>

CLAIM ANALYSIS OBJECTION & RESOLUTION (ASBESTOS)

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BENTLEY, PHILIP	CRED	6.00	670.00	4,020.00
HOROWITZ, GREGORY A.	LITI	89.00	630.00	56,070.00
BECKER, GARY M.	CRED	2.60	585.00	1,521.00
MANNAL, DOUGLAS	CRED	2.00	540.00	1,080.00
MANELA, PHILLIP	LITI	7.50	490.00	3,675.00
GLASS, JESSICA J	LITI	72.60	455.00	33,033.00
FARBER, PEGGY	LITI	72.10	455.00	32,805.50
SCHINDLER-WILLIAMS, SARAH	LITI	1.20	330.00	396.00
WEINER, AMY	LITI	1.60	330.00	528.00
PARAPROFESSIONALS				
BALDINGER, LAURIE	LITI	8.00	225.00	1,800.00
GRANT, HERETTO L	Lega	1.00	200.00	200.00
BALDEON, ELLIOT	Lega	1.50	200.00	300.00
	Subtotal	<u>265.10</u>		\$ <u>135,428.50</u>

ENVIRONMENTAL ISSUES

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	4.00	585.00	2,340.00
MANNAL, DOUGLAS	CRED	0.30	540.00	1,080.00
GLASS, JESSICA J	LITI	7.60	455.00	3,458.00
PARAPROFESSIONALS				
BALDINGER, LAURIE	LITI	2.00	225.00	450.00
	Subtotal	<u>13.90</u>		\$ <u>6,410.00</u>

HEARINGS

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
BECKER, GARY M.	CRED	2.70	585.00	1,579.50

MANNAL, DOUGLAS	CRED	4.10	540.00	2,214.00
	Subtotal	<u>6.80</u>	\$	<u>3,793.50</u>

TRAVEL/NON-WORKING

<u>ATTORNEY</u>	<u>DEPARTMENT</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>AMOUNT</u>
GLASS, JESSICA J	LITI	14.00	227.50	3,185.00
	Subtotal	<u>14.00</u>	\$	<u>3,185.00</u>

EXPENSE SUMMARY

<u>Expense Category</u>	Total Expenses For the Period 10/01/07 through 10/31/07
Velobindings	\$ 67.50
Tabs	\$ 29.00
Photocopying	\$ 527.25
Print. & Binding	\$ 1,952.47
Lexis/Nexis On-Line Research	\$ 188.58
Messenger/Courier	\$ 30.67
Cab Fares	\$ 98.76
Meals/In-House	\$ 61.40
Out-of-Town Travel	\$ 1,934.53
Meals/T & E	\$ 227.12
Court Reporter/Video Deposition	\$ 8,517.70
Transcript Fees	\$ 469.00
Subtotal	\$ <u>14,100.98</u>

Dated: November 20, 2007

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: 

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Counsel to the Official Committee of
Equity Holders